

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Arrowhead Management Company		12/18/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Arrowhead General Insurance Agency, Inc.
Street Address:	701 B Street
Internal Address:	Suite 2100
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92101
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2172436	ARROWHEAD

CORRESPONDENCE DATA	
Fax Number:	(503)228-9446
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(503) 226-7391
Email:	john.stuart@klarquist.com
Correspondent Name:	John W. Stuart
Address Line 1:	121 S.W. Salmon Street
Address Line 2:	One World Trade Center, Suite 1600
Address Line 4:	Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	5165-46223-01
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NAME OF SUBMITTER:	Taunya Wilcox
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Total Attachments: 6
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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN - ARROWHEAD GENERAL INSURANCE AGENCY, INC.
CA - ARROWHEAD MANAGEMENT COMPANY

State of Formation and Name of Surviving Entity:

MN - ARROWHEAD GENERAL INSURANCE AGENCY, INC.

Effective Date of Merger: 12:00 P.M. December 31, 2003

Name of Surviving Entity After Effective Date of Merger:

ARROWHEAD GENERAL INSURANCE AGENCY, INC.

This certificate has been issued on: December 29, 2003



Mary Kiffmeyer
Secretary of State.

TRADEMARK

REEL: 002868 FRAME: 0735

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DC-M



PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 18th day of December, 2003, by and between ARROWHEAD GENERAL INSURANCE AGENCY, INC., a Minnesota corporation, hereinafter called "AGIA", and ARROWHEAD MANAGEMENT COMPANY, a California corporation, hereinafter called "AMC";

WHEREAS, AMC is a corporation organized and existing under the laws of the State of California and doing business at 402 West Broadway, Suite 1600, San Diego, California 92101 having been incorporated on October 17, 1986, with authorized stock consisting of 250,000 shares of no par value voting common stock and 250,000 shares of no par value non-voting common stock, of which 84,643 shares of the no par value voting common stock are outstanding at this time; and

WHEREAS, AGIA is a wholly owned subsidiary corporation of AMC organized and existing under the laws of the State of Minnesota and doing business at 402 West Broadway, Suite 1600, San Diego, California 92101 having been incorporated on July 3, 1985, with authorized capital stock consisting of 25,000 shares of no par value common stock, of which 1,000 shares are issued and outstanding at this time and 25,000 shares of \$250.00 par value 8.484% cumulative preferred stock, of which 10,800 shares are issued and outstanding at this time; and

WHEREAS, the board of directors and shareholders of AGIA and AMC deems it in the best interest of the respective corporations and AGIA's shareholders that AMC merge into AGIA with AGIA being the surviving corporation pursuant to the laws of the State of Minnesota; and

NOW THEREFORE, in consideration of the promises and mutual covenants herein set forth, prescribing the terms and conditions of such merger, AGIA and AMC shall merge as follows:

Merger

AMC shall, on the Effective Date referenced in Article IV herein, merge into AGIA with the transfer to AGIA of all the assets of AMC, subject to all of the liabilities and obligations of AMC, and AGIA shall assume all of such liabilities and obligations of AMC. It is intended that the merger shall qualify as a tax free reorganization pursuant to §368(a)(1)(A) of the Internal Revenue Code.

II

Surviving Corporation

AGIA shall be the surviving corporation. The principal offices of AGIA shall remain located at 402 West Broadway, Suite 1600, San Diego, California 92101. The purposes for which AGIA was formed and the nature of the business transacted by it shall remain as set forth in the Articles of Incorporation of AGIA on the Effective Date of the merger. On the Effective Date of the merger, the Articles of Incorporation of AGIA shall continue in full force and effect. The identity, existence, powers, objectives, franchises, rights and immunities of AGIA shall continue unaffected and unimpaired by the merger. As of 12:00 P.M. on the Effective Date referenced in Article IV herein, AMC shall cease to exist.

III

Conversion of Shares

The manner and basis of converting the shares of AMC into shares of AGIA are as follows:

- (A) All outstanding shares of the common stock of AMC and AGIA shall be cancelled on the Effective Date of the merger.
- (B) None of the \$250.00 par value 8.484% cumulative preferred stock of AGIA issued and outstanding immediately prior to the Effective Date of the merger shall be converted as a result of the merger, and all such shares shall remain issued and outstanding shares of AGIA.
- (C) On the Effective Date of the merger, each share of no par value common stock of AMC issued and outstanding shall be converted into and become .15563 shares of the no par value common stock of AGIA. The shareholders of AMC, upon surrender to AGIA of one or more stock certificates for the no par value common stock of AMC for cancellation, shall be entitled to receive one or more stock certificates for the full number of shares of the common stock of AGIA into which the common stock of AMC so surrendered shall be converted as of the Effective Date upon surrender of said shares. Each issued share of AMC common stock held in its treasury, if any, on the Effective Date of the merger shall be cancelled and shall not be converted.
- (D) As soon as practicable after the Effective Date of the merger, the stock certificates representing the common stock of AMC issued and outstanding on such Effective Date shall be surrendered for exchange to AGIA as provided herein. Until so surrendered for exchange after the Effective Date, any stock certificate nominally representing the common stock of AMC shall be

deemed for all corporate purposes to evidence the ownership of the number of shares of the common stock of AGIA which the holder thereof would be entitled to receive upon its surrender to AGIA.

(E) All shares of the common stock of AGIA into which the shares of common stock of AMC are converted as herein provided shall be fully paid and nonassessable and shall be issued in full satisfaction of all rights pertaining to such shares of common stock of AGIA.

IV

Terms and Conditions of Merger

The terms and conditions of the merger are as follows:

(A) The bylaws of the surviving corporation as they shall exist on the effective date of the merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(B) The directors and officers of the surviving corporation shall continue in office until their successors shall have been elected and qualified.

(C) This merger shall be effective at 12:00 P.M. on December 31, 2003 (the "Effective Date").

(D) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving

corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

V

Termination or Abandonment

Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be terminated and abandoned by the board of directors of AGIA at any time prior to the Effective Date.

VI

Shareholder Approval

AMC, as sole shareholder of AGIA, hereby waives notice by mail under the Minnesota Business Corporation Act and the officers of AGIA shall forthwith file this Plan of Merger with the Corporation Division of the State of Minnesota.

VII

Articles of Incorporation

AGIA, as the surviving corporation, hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, as amended, in the manner now or hereafter prescribed by the laws of the State of Minnesota.

IN WITNESS WHEREOF, the undersigned officers of AGIA and AMC have duly subscribed their respective names hereto, all as of the day and year first above written, and declare under penalties of perjury that they have examined the foregoing Plan of Merger and, to the best of their knowledge and belief, declare and verify that it is true, correct and complete and further verify that this Plan of Merger was approved by the board of directors of AGIA and AMC by resolution as of December 3, 2003.

ARROWHEAD GENERAL INSURANCE AGENCY, INC.,
a Minnesota corporation

By: Sue Brown
Sue Brown, Chief Financial Officer

By: [Signature]
Robert Schwaner, Secretary

ARROWHEAD MANAGEMENT COMPANY,
a California corporation

By: *Frank Ruyak*
Frank Ruyak, President

By: *Robert Schraner*
Robert Schraner, Secretary

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 29 2003

Mary Hoffmeyer
Secretary of State

PLAN OF MERGER - Page 5